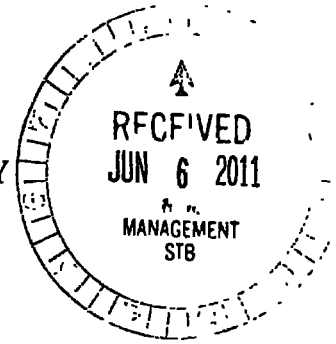


OREGON PACIFIC & EASTERN RAILROAD COMPANY
447 West Harrison Street
Roseburg, Oregon 97471



Hon. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W., Room #100
Washington, D.C. 20423-0001

229690
229691

ENTERED
Office of Proceedings
JUN - 6 2011
Part of
Public Record

Dear Ms. Brown,

Enclosed for filing in STB Docket No. AB-33 (Sub-no. 257X), Union Pacific Railroad Company- Abandonment Exemption, Bailey Branch & Hull-Oakes Lead in Benton County, Oregon and STB Docket No. AB-986 (Sub-No. 1X) Willamette & Pacific Railroad Inc., Discontinuance of Service Exemption, Bailey Branch & Hull-Oakes Lead in Benton County, OR., are the original and twenty copies of the Notice of Intent to File an Offer of Financial Assistance of the Oregon Pacific & Eastern Railroad Company, Roseburg, Oregon 97471.

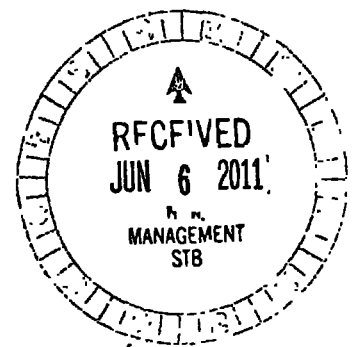
By copy of this letter, service is being effected upon both councils of the Union Pacific Railroad Company and the Willamette & Pacific Railroad, Inc respectfully VIA prepaid first class mail and electronically by e-mail.

If you have any questions concerning the foregoing or if I can otherwise be of assistance, please let me know.

Sincerely,

Robert W. Larson
President,
Oregon Pacific & Eastern Railroad Company
541-643-8843
Burninbob@yahoo.com
May 27, 2011

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.**



**STB Docket No. AB-33 (Sub-no. 257X)
UNION PACIFIC RAILROAD COMPANY
-Petition for Abandonment Exemption-
Bailey Branch and Hull Oakes Lead in Benton County, OR**

**STB Docket No. AB-986 (Sub-No.1X)
WILLAMETTE & PACIFIC RAILROAD, INC.
-Petition for Discontinuance of Service Exemption-
Bailey Branch and Hull Oakes Lead in Benton County, OR**

**ENTERED
Office of Proceedings**

JUN - 6 2011

**Part of
Public Record**

**NOTICE OF INTENT TO FILE
OFFER OF FINANCIAL ASSISTANCE**

Oregon Pacific & Eastern Railroad Company of Roseburg, Oregon 97471, Pursuant to 49 U.S.C. 1904(c) and 49 C.F.R. 1152.27(c)(2)(I), hereby formally express its intent to file an Offer of Financial Assistance by purchasing the 17.86 miles of railroad proposed to be abandoned by the Union Pacific Railroad Company.

By copy of this Notice, Oregon Pacific & Eastern Railroad Company, pursuant to 49 C.F.R. 1152.27(a), asks Union Pacific Railroad Company to provide copies of the most recent certified appraisals, title reports, County or State tax bills, physical condition of the line, the carrier's estimate of the net liquidation value of the line with supporting data, including but not limited to all identifications of the parcels of land underlying the rights-of-way which are owned in fee and those which are easement grants, the lengths and widths, weight of rail and the condition of the relay rail, re-roll and scrap rails, the reusable scrap ties and any other information deemed relevant to calculate the correct liquidation value of the line and the minimum price which Union Pacific Railroad Company seeks.

Respectfully Submitted,

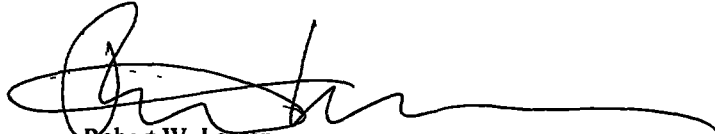
Oregon Pacific & Eastern Railroad Co.,
Robert W. Larson,
President
447 West Harrison Street
Roseburg, Oregon 97471
541-643-8843
E-Mail Burninbob@yahoo.com

CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Notice has been served upon the Union Pacific Railroad Company by mailing a prepaid first class mail and by e-mailing to it's representative, Max H. Shumate Jr., Senior General Attorney, 101 North Wacker Drive #1920, Chicago. Ill 80606. e-mail at mackshumate@up.com .

Also served was the Willamette & Pacific Railroad, Inc., by prepaid mail and e-mail to it's representative, Eric M. Hocky, Thorp Reed & Armstrong, LLP., One Commerce Square, 2005 Market St., Suite 1000, Philadelphia, PA 19103, e-mail at ehocky@thorpreed.com .

Dated this 24th day of May 2011.

A handwritten signature in black ink, appearing to read 'Robert W. Larson', with a long horizontal flourish extending to the right.

Robert W. Larson
President,
Oregon Pacific & Eastern Railroad Company